

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
MARSHALL DIVISION**

GEOTAG INC.	§	
	§	
v.	§	NO. 2:10-CV-265-TJW
	§	
FRONTIER COMMUNICATIONS	§	JURY TRIAL DEMANDED
CORP., ET AL.	§	

**DECLARATION OF ELIZABETH MORGAN**

**I, ELIZABETH MORGAN**, declare under penalty of perjury as follows:

1. My name is Elizabeth Morgan. I am over the age of twenty-one (21) years, am competent to testify on the matters stated herein, have personal knowledge of the facts and statements in this declaration and declare that each of the facts is true and correct.
2. I am a resident of Plano, Texas. I have resided in Plano since December of 2007.
3. I am the Director of Legal Affairs of the plaintiff, Geotag, Inc. ("Geotag"). Geotag was formerly Ubixo, Inc. a spin out company of M2 Global, Ltd. Previously I was the president of Geomas, Inc., a Texas company ("Geomas Texas").
4. Mr. John Veenstra is the primary named inventor of U.S. Patent No.5,930,474 (the "474 patent"). He is also the Chief Executive Officer of Geotag, and he resides in Plano, Texas. Mr. Veenstra has resided in Plano since December of 2007.
5. The other named inventors for the '474 patent are Joan Nagelkirk of Chicago, Illinois and Peter Dunworth of Pleasanton, California.
6. As of February 2011, Mr. Lawrence Howorth is the President and Chief Financial Officer of Geotag. He was elected to this position at Geotag's most recent shareholder meeting. Mr. Howorth is a resident of Plano and has resided there since February 2011.
7. Geotag is a Delaware corporation that is registered to do business in the State of Texas.
8. Geotag's headquarters and sole office is located at 555 Republic Drive, Suite 200, Plano, Collin County, Texas 75074.

9. Geotag plans to relocate its headquarters from its current location to 6801 Gaylord Parkway, Frisco, TX 75034 on or about March of 2011, when Geotag's current lease expires. Geotag's new location will be the Hall Office Park located at 6801 Gaylord Parkway, Frisco, TX 75034. Geotag is in the final approval process of the negotiating a three (3) year lease.
10. The totality of Geotag's electronic documents that concern the '474 patent or the Geomas litigation, or that could possibly be construed as relevant to this action, reside in Geotag's office in Plano, Texas.
11. Geotag's hardcopy documents that concern the '474 patent or the Geomas litigation, or that could possibly be construed as relevant to this action, reside in Geotag's office in Plano, Texas and/or in the offices of Geotag's counsel in Texas.
12. Substantially all of Geotag's business activities, including the meetings of Geotag's Board of Director's take place in the Eastern District of Texas.
13. On November 15, 2006, Geomas (International) Limited ("Geomas UK") filed a patent infringement suit in this Court alleging infringement of the '474 Patent. The case was styled Geomas (International) Limited, v. Idearc Media Services-West Inc., No. 2:06-cv-00475-CE. After approximately three years of litigation (which included a *Markman* order) and less than a month before trial, the case was settled.
14. In 2007, the '474 patent was owned by Geomas UK. Also in 2007, Geomas UK exclusively licensed the '474 Patent to Geotag Management Group, LLC ("GTMG"). GTMG was a Texas LLC, and had its sole office in Plano, Texas, during its operation from 2007 until about mid 2010. GTMG's President during this time was John Veenstra of Plano, Texas.
15. In 2007, GTMG exclusively licensed the '474 Patent to make, have made, produce, manufacture, sell and market products using the '474 to Geomas Texas. Geomas Texas was a Texas company, and had its sole office in Plano, Texas during its operations from 2007 until about mid 2010. Geomas Texas' President during this time was Elizabeth Morgan of Plano, Texas.
16. In February 2009, Geotag obtained the '474 patent and the license to the '474 patent by exchanging shares of stock with Geomas UK GTMG and Geomas Texas. Geotag of Plano, Texas has owned the '474 patent outright since that time.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Dallas, Tx on this 31<sup>st</sup> day of January, 2011.

Elizabeth Morgan  
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